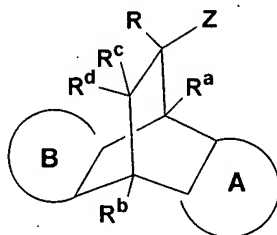


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

Listing of claims:

1. (Currently Amended) A compound having below structure:



including all stereoisomers thereof, or a prodrug ester thereof, or a pharmaceutically acceptable salt thereof, wherein

R is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R^a is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylamino, carbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO₂ alkyl, CONR^eR^f, CH₂NR^gR^h, CO₂H, CH₂OH, CH₂NHR^g, NHCH₂R^g, NHCHR^gR^h, NHCOR^e, NHCONR^eR^f or NHSO₂R^e;

R^b is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylamino, carbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO₂ alkyl, hydroxyaryl, aryloxyalkyl, CONRⁱR^j, CH₂NR^kR^l, CO₂H, CH₂OH, CH₂NHR^k, NHCH₂R^k, NHCHR^kR^l, NHCORⁱ, NHCONRⁱR^j or NHSO₂Rⁱ;

where R^e and R^f are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^e and R^f can be taken together with the nitrogen to which they are attached to form a 5-, 6- or

7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^g and R^h are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^g and R^h can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^i and R^j are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^i and R^j can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^k and R^l are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^k and R^l can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^c and R^d are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, or aryloxyalkyl;

R^c and R^d may optionally be taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

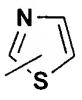
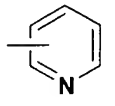
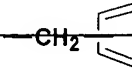
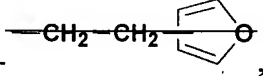
Z is CONR^1R^2 or $\text{CH}_2\text{NR}^1\text{R}^2$ wherein at least one of R^1 and R^2 is heteroaryl and the other of R^1 and R^2 are the same or different and are independently is selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl or hydroxyalkyl;

the A ring represents ~~an saturated, partially saturated or~~ unsaturated 6-membered carbocyclic or heterocyclic ring; and

the B ring represents ~~an saturated, partially saturated or~~ unsaturated 6-membered carbocyclic or heterocyclic ring;

With the following provisos:

I. provided that where Z is CONR^1R^2 and (a) R is CH_3 or H and R^a , R^b , R^c and R^d are each hydrogen, or (b) R^a and R^b are each hydrogen and one of R^c and R^d is alkyl, then

(1) at least one of R^1 and R^2 is heteroaryl, ~~heteroarylalkyl, cycloheteroalkyl or cycloheteroalkylalkyl~~, but where the heteroaryl is unsubstituted  or unsubstituted  or ~~the heteroarylalkyl is unsubstituted~~  or unsubstituted , then the other of R^1 and R^2 is other than hydrogen, ~~and/or the A ring includes a hetero atom and/or the B ring includes a hetero atom~~; or

(2) where one of R^1 and R^2 is phenyl which is substituted with alkyl, hydroxy, halo, C_1 - C_2 -alkoxycarbonyl or nitro, then (a) the phenyl must be substituted with at least one other group other than hydrogen, alkyl, hydroxy, halo, C_1 - C_2 -alkoxycarbonyl or nitro, except that the phenyl may be substituted with two or more halo atoms, and/or two or more hydroxy groups and/or (b) the other of R^1 and R^2 is heteroaryl ~~other than hydrogen and/or (c) the A ring includes a hetero atom and/or the B ring includes a hetero atom~~; or

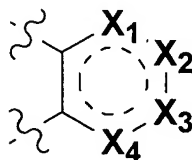
(3) where one of R^1 and R^2 is phenyl substituted with C_1 - C_2 alkoxy, the phenyl cannot be substituted with a second C_1 - C_2 alkoxy ~~or~~; then the other of R^1 and R^2 is heteroaryl ~~other than hydrogen~~; or

(4) where at least one of R^1 and R^2 is hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl then (a) the other of R^1 and R^2 is heteroaryl ~~other than hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl~~ and/or (b) at least one of R^a , R^b , R^c and/or R^d is other than

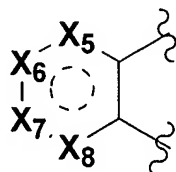
hydrogen and/or (c) R is other than hydrogen or C₁-C₂ alkyl and/or (d) ~~the A ring includes a hetero atom and/or the B ring includes a hetero atom;~~ and

II. provided that where Z is CH₂NR¹R² and/or where at least one of R¹ and R² is hydrogen, alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, phenyl, alkylphenyl, phenylalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl, hydroxyalkyl, ~~heteroaryl which is pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl or imidazolynyl,~~ or cycloheteroalkyl which is 4,5-dihydroimidazol-2-yl, piperidinyl or piperazinyl, then (a) the other of R¹ and R² is a heteroaryl selected from pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl or imidazolynyl ~~other than hydrogen, alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, phenyl, alkylphenyl, phenylalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl, or hydroxyalkyl,~~ and/or (b) at least one of R^a, R^b, R^c and/or R^d is other than hydrogen or C₁₋₂ alkyl, and/or (c) R is other than hydrogen or C₁-C₂ alkyl and/or (d) ~~the A ring includes a hetero atom and/or the B ring includes a hetero atom,~~ and/or (e) one of R^c and R^d is other than hydroxyalkyl.

2. (Currently Amended) The compound as defined in Claim 1 wherein the A ring has the structure



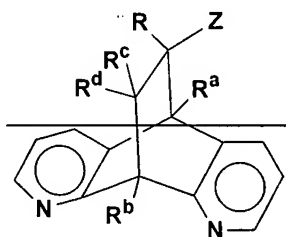
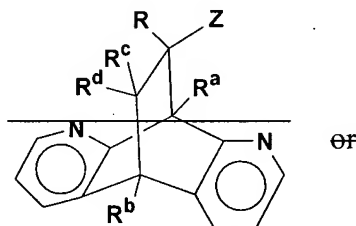
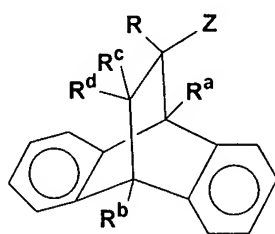
and the B ring has the structure



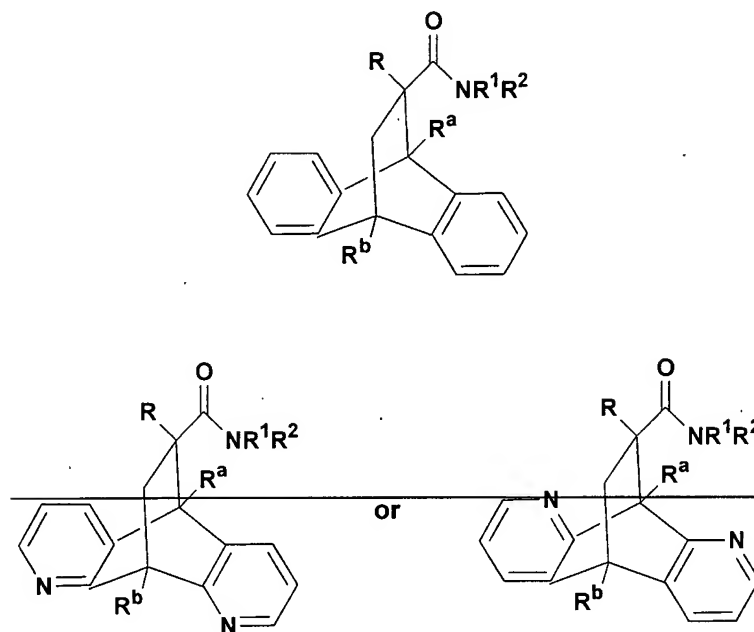
wherein X₁, X₂, X₃ and X₄, are the same or different and are independently selected from CH, CH₂, CHR¹⁵, CR¹⁶, CR¹⁶R¹⁷, N, NH, NR¹⁸, O or S, and X₅, X₆, X₇ and X₈ are the same or different and are

independently selected from CH, CH₂, CHR¹⁹, CR²⁰, CR²⁰R²¹, N, NH, NR²², O or S, wherein R¹⁵, R¹⁶, R¹⁷, R¹⁸, R¹⁹, and R²⁰, R²¹ and R²² are the same or different and are independently selected from hydrogen, alkyl, aryl, cycloalkyl, heteroaryl, and cycloheteroalkyl, ~~wherein each of said A ring and said B ring contains at most two nitrogen ring atoms, at most two oxygen ring atom and at most one sulfur ring atom.~~

3. (Currently Amended) The compound as defined in Claim 1 having the structure



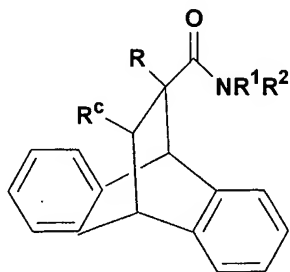
4. (Currently Amended) The compound as defined in Claim 1 having the structure



where R is H or alkyl;

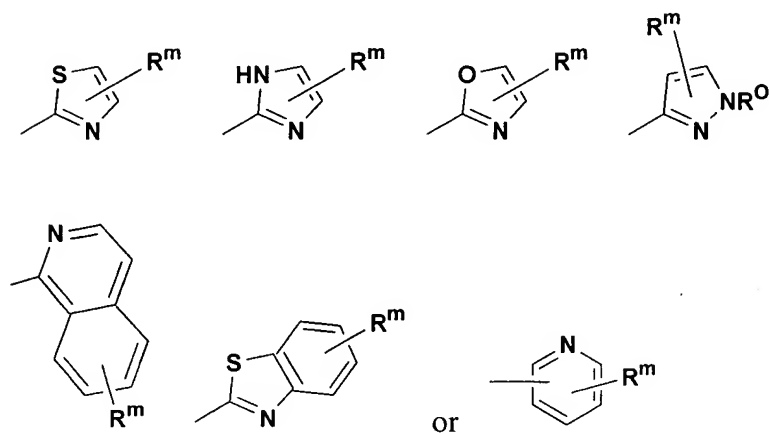
Rᵃ is selected from H, CN, NO₂, NH₂, CHO, CO₂ alkyl, CONRᵉRᶠ or CH₂NRᵍRᵃ; and
Rᵇ is selected from H, CN, NO₂, NH₂, CHO, CO₂ alkyl, CONRᵃRᵃ or CH₂NRᵃRᵃ.

5. (Original) The compound as defined in Claim 1 having the structure



where R is H, CH₃ or C₂H₅ and Rᶜ is H or OH,
and one of R¹ and R² is heteroaryl.

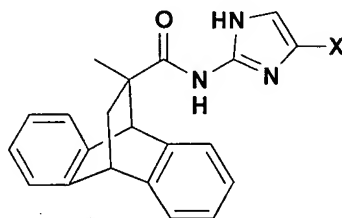
6. (Original) The compound as defined in Claim 5 wherein one of R^1 and R^2 is



where R^m is selected from H, alkyl, aryl, heteroaryl, halo, or alkoxy and R^O is H or alkyl.

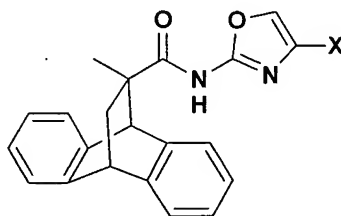
7. (Currently Amended) A compound having the structure

A.



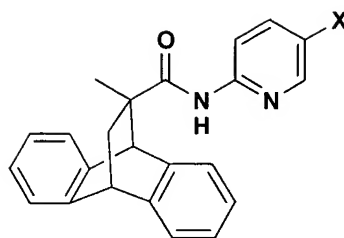
where X is aryl or alkyl;

or B.



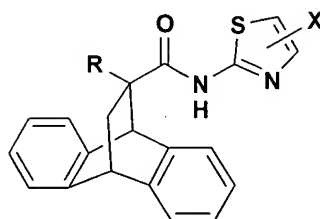
where X is aryl;

or C.



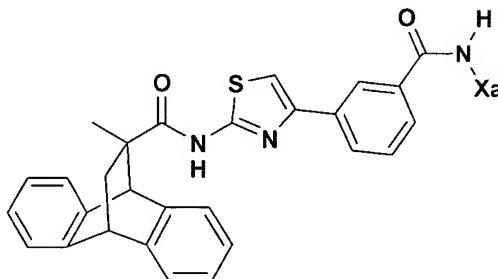
where X is aryl;

or D.



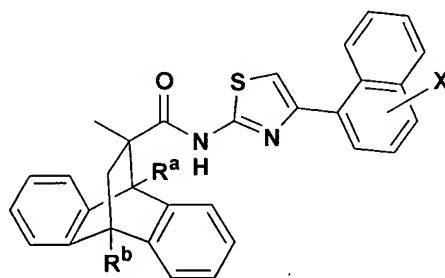
where X is aryl, alkyl, heteroaryl or halo and R is alkyl;

or E.



where X_a is aryl, heteroaryl or heteroarylalkyl,

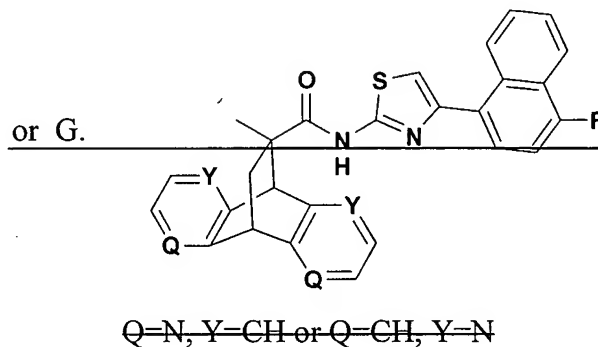
or F.



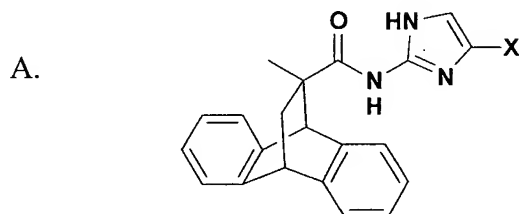
where R^a is alkoxycarbonyl (CO₂ alkyl), nitro, cyano, or hydrogen;

R^b is hydrogen, CO₂ alkyl, nitro, cyano, formyl, cycloheteroalkylcarbonyl, alkylaminoalkyl or amino, and

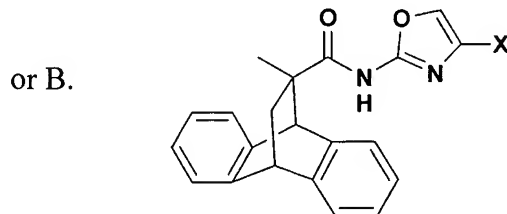
X is hydrogen, alkyl or halo;



8. (Currently Amended) The compound as defined in Claim 7 having the structure

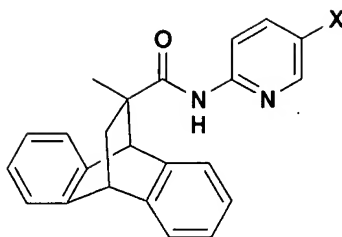


where X is 1-naphthyl, 1-(4-methyl)naphthyl, 1-(4-fluoro)naphthyl, 1-(6-methoxy)naphthyl, phenyl, t-butyl,



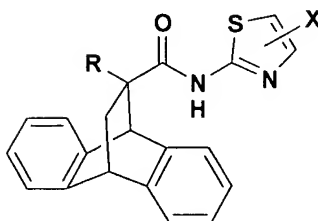
where X is 1-naphthyl,

or C.



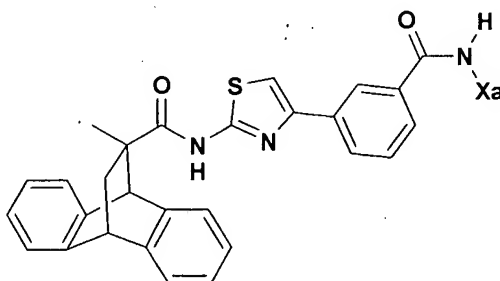
where X = 1-naphthyl,

or D.



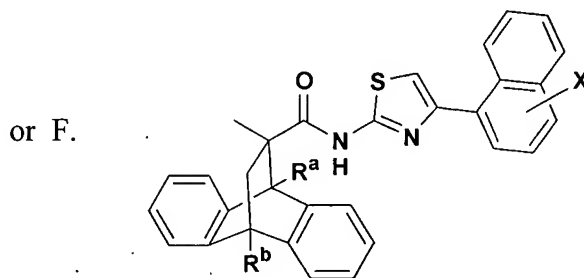
where R is CH₃ or C₂H₅ and X is phenyl, t-butyl, 1-naphthyl, 1-(4-fluoro)naphthyl, benzothiophen-3-yl, 1-(4-methyl)naphthyl, 1-(2-methoxy)naphthyl, 1-(6-methoxy)naphthyl, 3-fluorophenyl, 4-fluorophenyl, 3-methylphenyl, 2-chlorophenyl, 1-(4-methoxy)naphthyl, 1-(4-bromo)naphthyl, 1-(4-iodo)naphthyl, 5-anthracenyl, 1-anthracenyl, 4-quinolin-1-yl, 2-quinolin-1-yl, 1-(4-cyano)naphthyl, 5-iodo, 4-benzothiophenyl, 1-(2-hydroxy)naphthyl, 1-(6-hydroxy)naphthyl, 1-(4-hydroxy)naphthyl,

or E.



where X_a is phenyl, 3-methoxyphenyl, 4-methoxyphenyl, 2,5-dimethoxyphenyl, 3,5-dimethoxyphenyl, 3-pyridyl, 2-(4-pyridyl)ethyl, 2-(4-imidazolyl)ethyl, 3-chloro-4-methoxyphenyl, 3-hydroxy-4-methoxyphenyl, 3-fluoro-4-methoxyphenyl, 3,4,5-trimethoxyphenyl, 3,4-dimethoxyphenyl, 4-methyl-3-methoxyphenyl, 3-methoxyphenyl, 3,5-dimethoxyphenyl, 2,3-dimethoxyphenyl, 4-chlorophenyl, 2-naphthyl, 3-chlorophenyl, 3,4-dichlorophenyl, 4-azidophenyl,

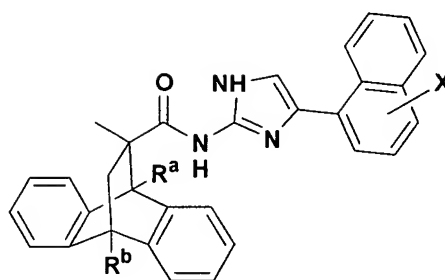
2,4-dimethoxyphenyl, 3-ethoxyphenyl, 3-(methylthio)phenyl, 4-(methylthio)phenyl, 3-(acetylenyl)phenyl, 4-methoxy-3-pyridyl, 3-cyanophenyl, 2-methyl-4-methoxyphenyl, 3-azidophenyl, 3-methyl-isothiazolyl, 1-methyl-pyrazol-5-yl, 5-trifluoromethyl-1,3,4-thiadiazol-2-yl,



<u>R^a</u>	<u>R^b</u>	<u>X</u>
CH ₃ OOC -	H	H
Nitro	H	H
Cyano	H	H
CH ₃ OOC -	H	Methyl
Nitro	H	Methyl
Cyano	H	Methyl
H	CH ₃ OOC -	H
H	Nitro	H
H	Cyano	H
H	formyl	H
H	CO-(N-morpholine)	H
H	- CH ₂ -NH-Ethyl	H
H	- CH ₂ -(N-morpholine)	H
H	Nitro	Methyl
H	Cyano	Methyl
H	NH ₂	Methyl
H	Nitro	F
H	Cyano	F
H	Cl	H

H	Cl	F
H	Cl	Methyl
H	Br	F
H	Br	Methyl
H	CH3	H
H	CH3	F
H	CH3	Methyl

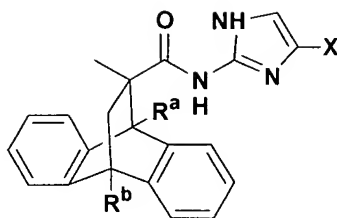
or G.



<u>R^a</u>	<u>R^b</u>	<u>X</u>
CH ₃ OOC -	H	H
Nitro	H	H
Cyano	H	H
CH ₃ OOC -	H	Methyl
Nitro	H	Methyl
Cyano	H	Methyl
H	CH ₃ OOC -	H
H	Nitro	H
H	Cyano	H
H	formyl	H
H	CO-(N-morpholine)	H
H	- CH ₂ -NH-Ethyl	H
H	- CH ₂ -(N-morpholine)	H
H	Nitro	Methyl
H	Cyano	Methyl

H	NH ₂	Methyl
H	Nitro	F
H	Cyano	F
H	Cl	H
H	Cl	F
H	Cl	Methyl
H	Br	F
H	Br	Methyl
H	CH ₃	H
H	CH ₃	F
H	CH ₃	Methyl

or H.



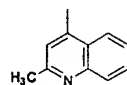
R^a

R^b

X

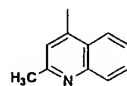
H

H



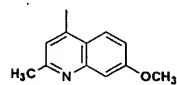
H

nitro



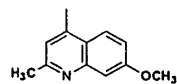
H

H



H

nitro



H

H



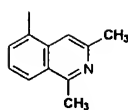
H

nitro



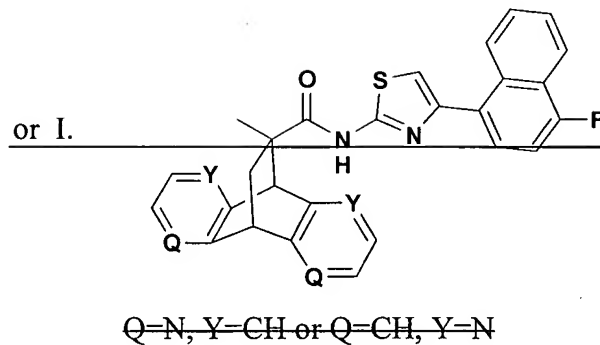
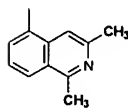
H

H

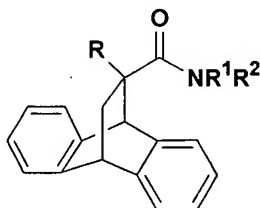


H

nitro

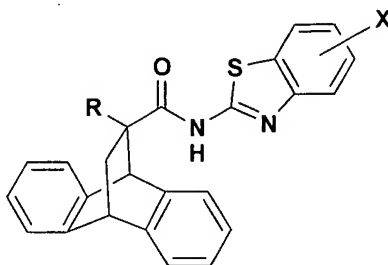


9. (Original) A compound having the structure



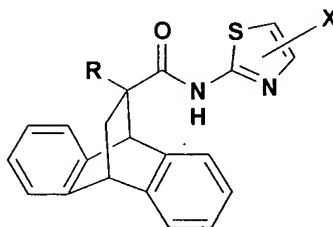
where R is CH₃, C₂H₅ or 2-hydroxyethyl, and one of R¹ and R² is H and the other of R¹ and R² is benzothiazol-2-yl, alkylbenzothiazol-2-yl, alkoxybenzothiazol-2-yl, halobenzothiazol-2-yl, thiazol-2-yl, 4-(1-naphthyl)thiazol-2-yl, 2-quinolin-1-yl, or a thiazole which is optionally substituted with heteroarylthio, heteroaryl, dialkyl, alkyl, aryl, where the aryl may be optionally substituted with halo, alkyl, nitro, hydroxy, alkoxy, dialkoxy, carboxy, alkylaminocarbonyl, arylaminocarbonyl, hydroxyalkylaminocarbonyl, cycloheteroalkylcarbonyl, alkoxyalkylaminocarbonyl or heteroarylaminocarbonyl; with the proviso that where one of R¹ and R² is thiazol-2-yl, then R is C₂H₅ or 2-hydroxyethyl.

10. (Original) The compound as defined in Claim 9 having the structure



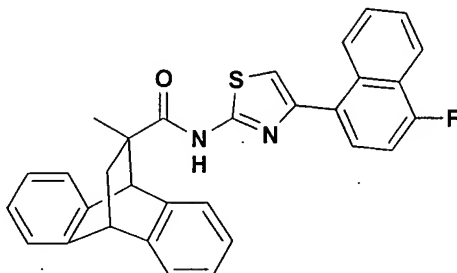
where X is H, 6-CH₃, 4-CH₃O, 6-Cl or 6-F;

or

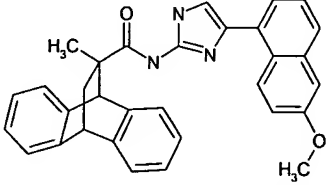
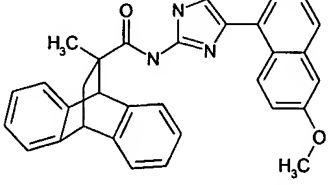
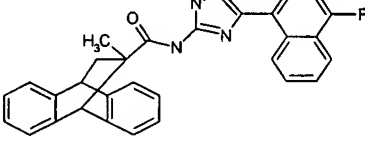
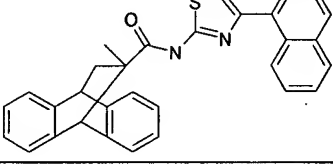
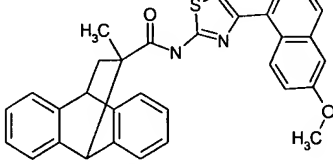
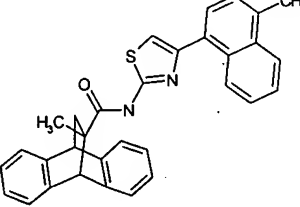
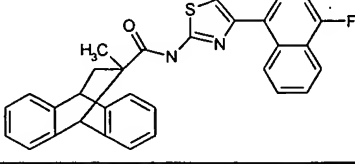
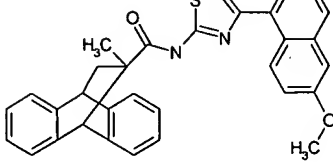


where X is 4,5-dimethyl, 5-chloro, 4-methyl, 5-methyl, 4-phenyl, 4-(1-naphthyl), 4-(2-naphthyl), 4-(4-fluoronaphth-1-yl), 4-(4-methylnaphth-1-yl), 4-(3-nitrophenyl), 4-(6-hydroxynaphth-1-yl), 4-[(1,2,4-triazol-5-yl)thio]methyl, 4-benzoic acid, 4-(4-bromonaphth-1-yl), 4-(N-ethyl)benzamide, 4-(N-2-methoxyphenyl)benzamide, 4-(N-methyl-N-2-hydroxyethyl)benzamide, 4-(N-(pyrrolidinyl)benzamide, 4-(N-morpholinyl)benzamide, 4-(N-phenyl-N-methyl)benzamide, 3-(N-ethyl)benzamide, 3-(N-2-methoxyphenyl)benzamide, 3-(N-2-methoxyethyl)benzamide, 3-(N-methyl-N-2-hydroxyethyl)benzamide, 3-(N-methyl-N-phenyl)benzamide, 3-(N-4-acetylpiperazinyl)benzamide, 3-(N-3-methoxypropyl)benzamide, 2-(6-carboxy)pyridine, 3-(N-3-hydroxy-4-methoxyphenyl)benzamide, 3-(N-3-fluoro-4-methoxyphenyl)benzamide, 3-(N-2,3-dimethoxyphenyl)benzamide, 3-(N-3-dimethoxyphenyl)benzamide, 3-(N-5-trifluormethyl-1,3,4-thiadiazol-2-yl)benzamide, 3-(N-5-methyl-1,3,4-thiadiazol-2-yl)benzamide, 3-(N-5-chlorobenzoxazol-2-yl)benzamide, 3-(N-3-benzonitrile)benzamide, 3-(N-4-methoxypyrid-3-yl)benzamide, 5-(1,4-benzodioxane), 4-(1,3-benzodioxole).

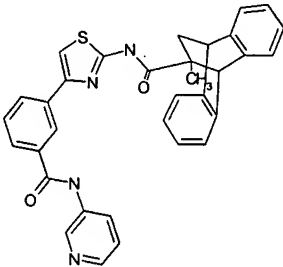
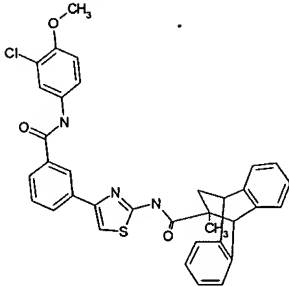
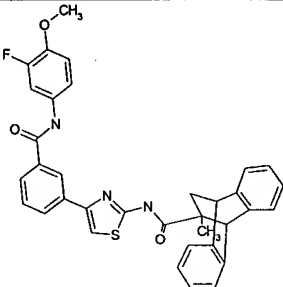
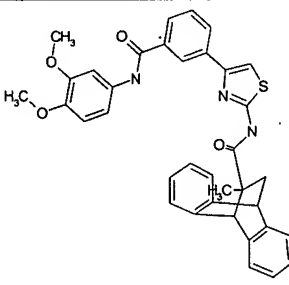
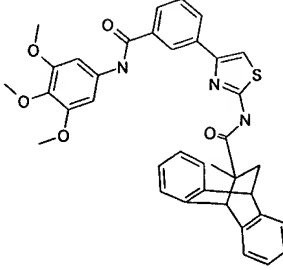
11. (Original) The compound as defined in Claim 1 having the structure:

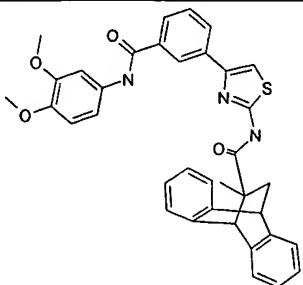
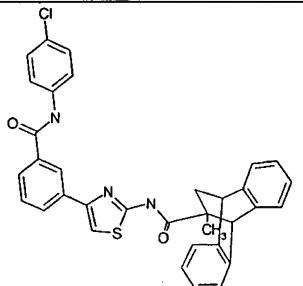
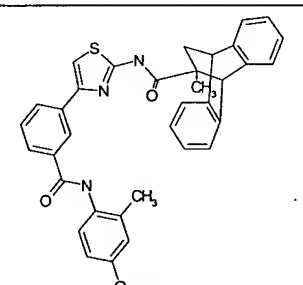
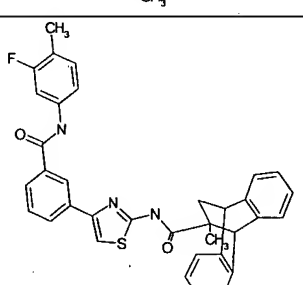
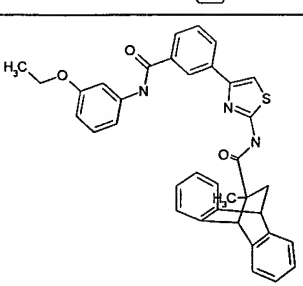


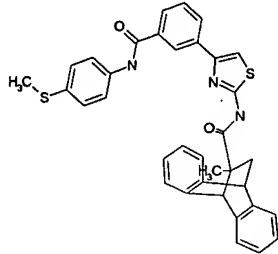
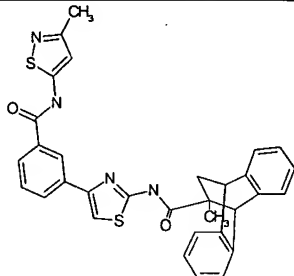
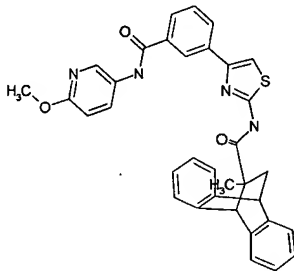
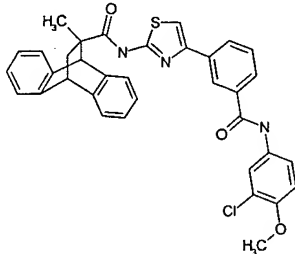
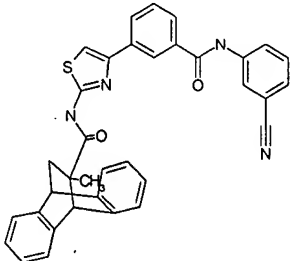
	<chem>Cc1ccc2c(c1)ccc3c2c(c1)C(=O)Nc4nc5ccccc5n4</chem>
	<chem>Cc1ccc2c(c1)ccc3c2c(c1)C(=O)Nc4nc5cc(C)ccc5n4</chem>
Chiral (S)	<chem>Cc1ccc2c(c1)ccc3c2c(c1)C(=O)Nc4nc5ccccc5n4</chem>
Chiral (S)	<chem>Cc1ccc2c(c1)ccc3c2c(c1)C(=O)Nc4nc5cc(C)ccc5n4</chem>

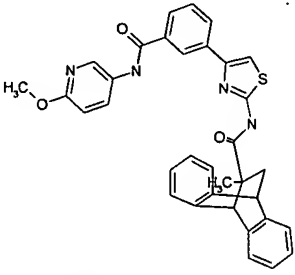
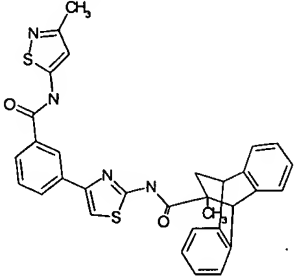
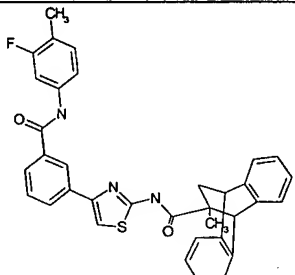
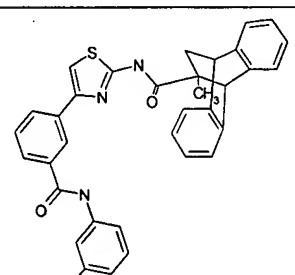
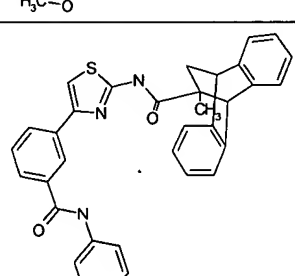
	
Chiral (S)	
Chiral (S)	
Chiral (S)	
	
Chiral (S)	
Chiral (S)	
Chiral (S)	

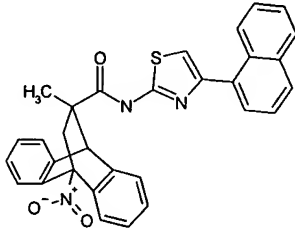
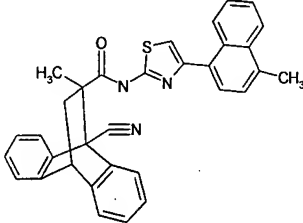
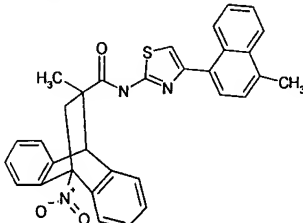
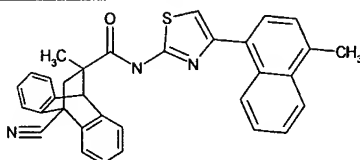
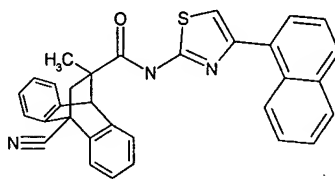
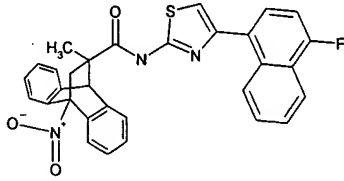
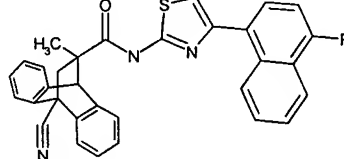
Chiral (S)	
Chiral (S)	

	
	
	
	
Chiral (S)	

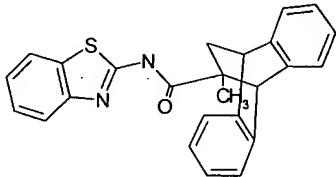
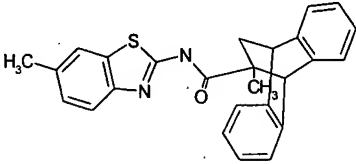
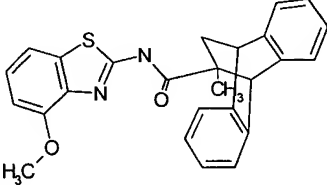
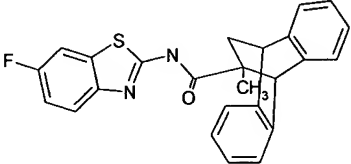
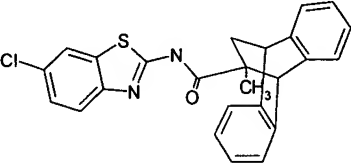
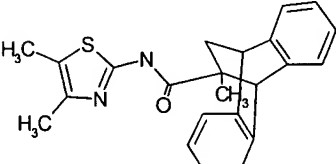
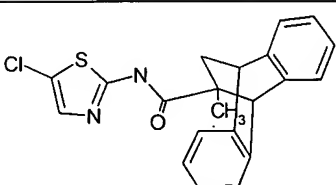
Chiral (S)	
	
	
	
	

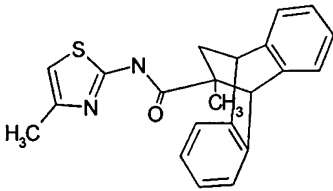
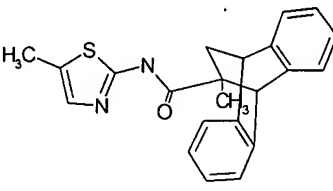
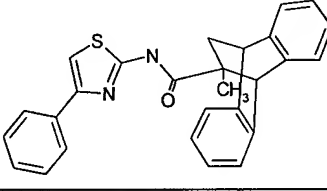
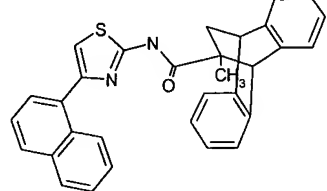
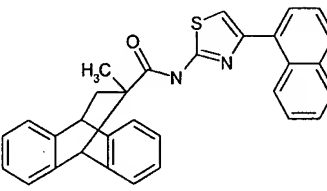
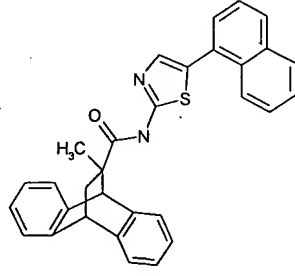
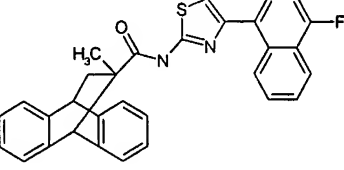
	
	
	
Chiral (R)	
Chiral (R)	

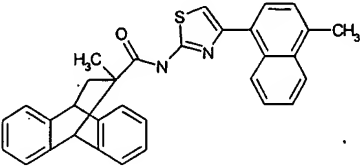
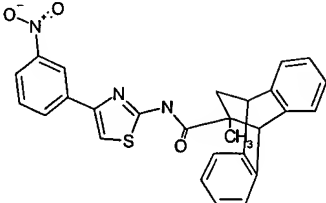
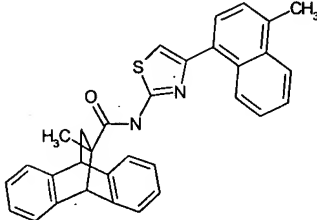
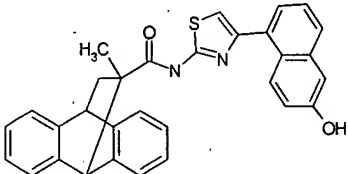
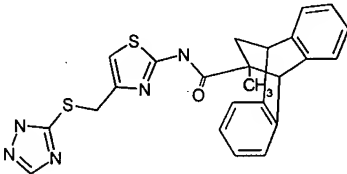
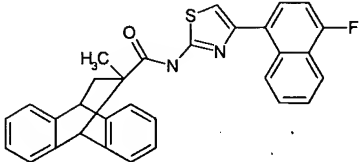
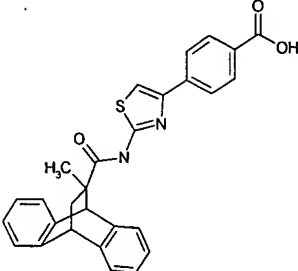
Chiral (R)	
Chiral (R)	
Chiral (R)	
Chiral (R)	
Chiral (R)	

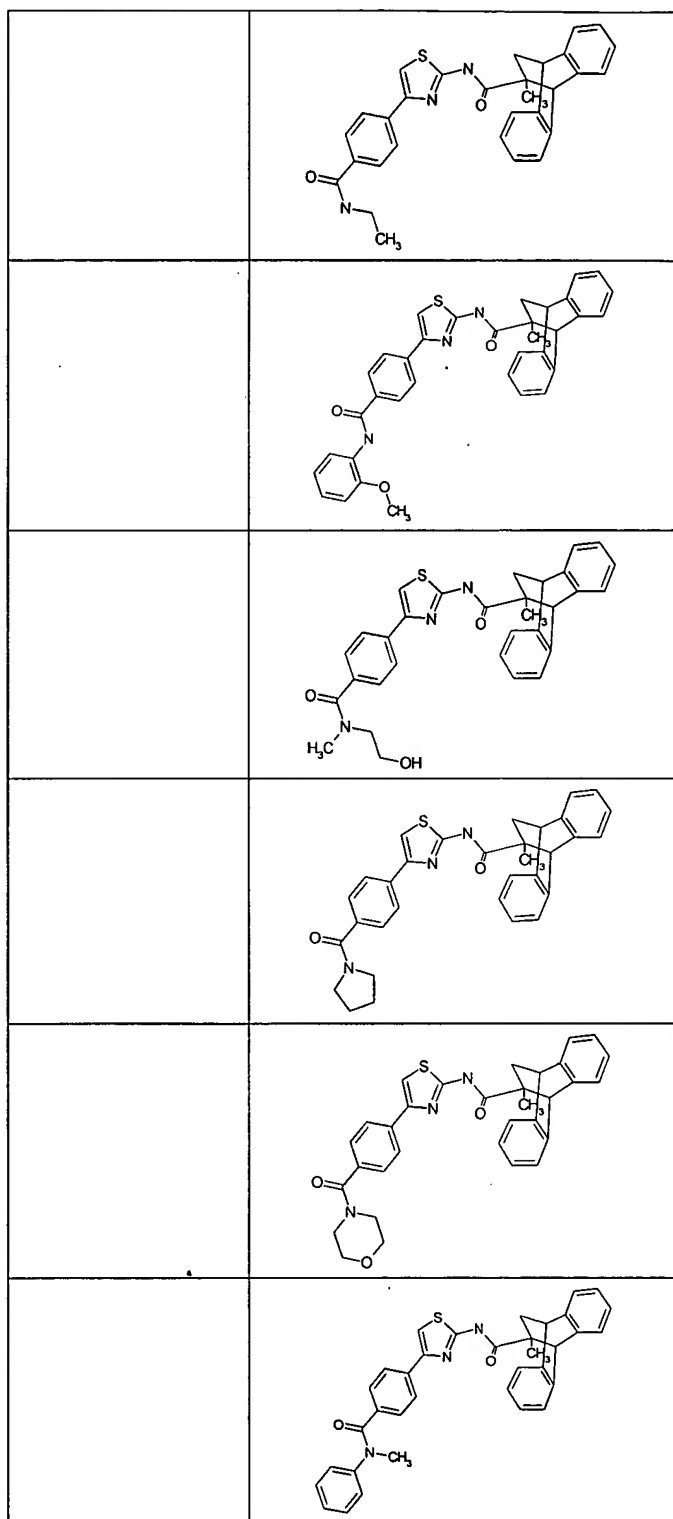
	
	
	
	
	
	
	

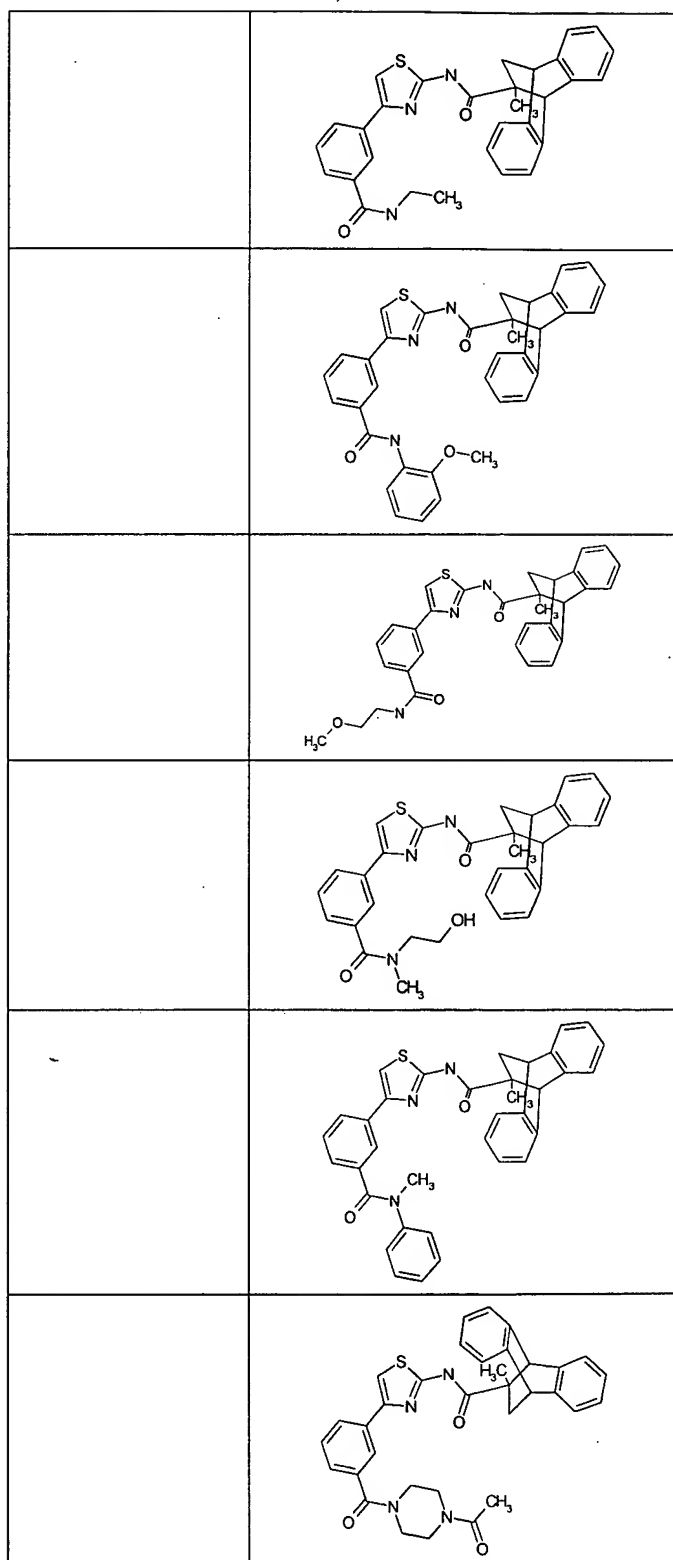
12. (Original) The compound as defined in Claim 1 having the structure:

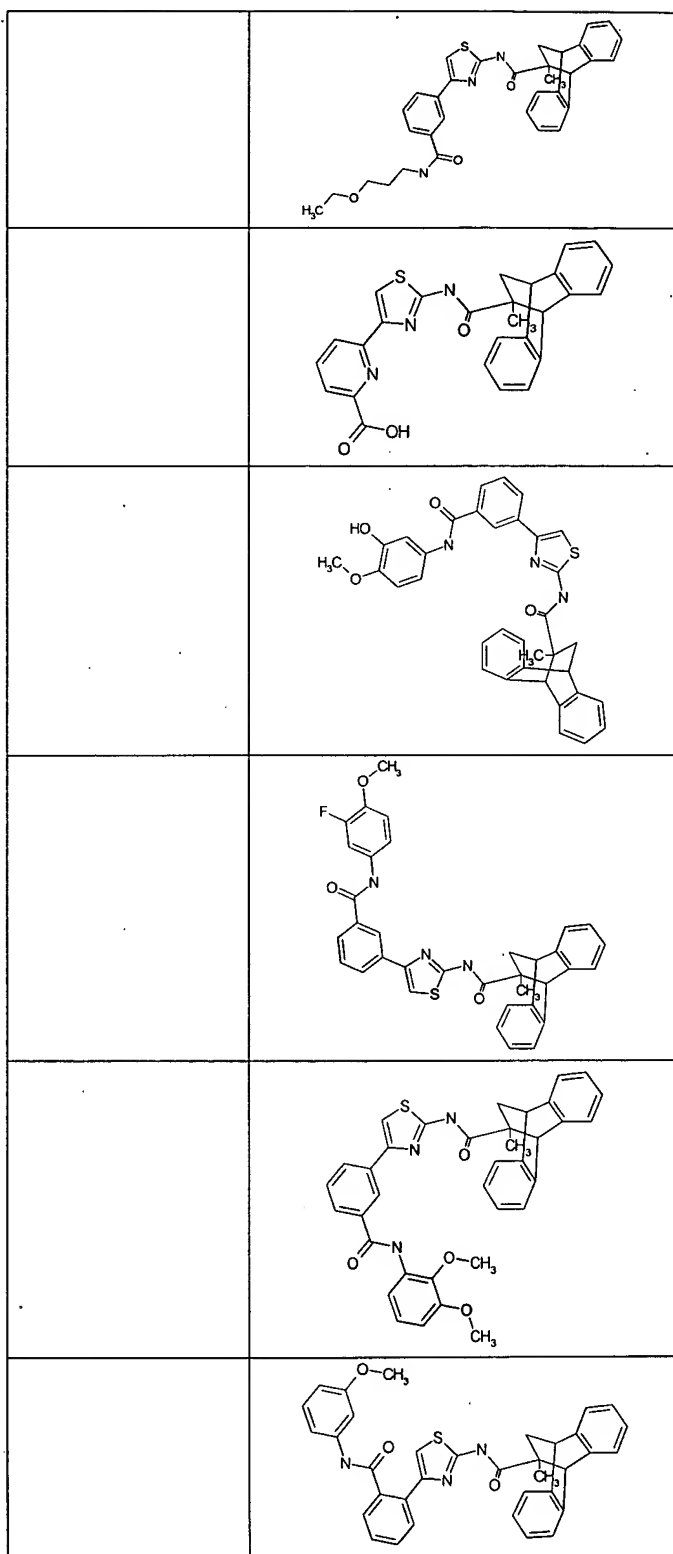
	 <chem>CN1[C@H]2CC[C@@H]1[C@H](C(=O)Nc3nc4ccccc4s3)C2(c3ccccc3)c4ccccc4</chem>
	 <chem>Cc1ccc2sc(NC(=O)[C@H]3C[C@H]4C[C@@H]3[C@H]4C5=CC=CC=C5)nc2cc1</chem>
	 <chem>COC1=CC=C(C=C1)c2nc(NC(=O)[C@H]3C[C@H]4C[C@@H]3[C@H]4C5=CC=CC=C5)sc2</chem>
	 <chem>Fc1ccc2sc(NC(=O)[C@H]3C[C@H]4C[C@@H]3[C@H]4C5=CC=CC=C5)nc2cc1</chem>
	 <chem>Clc1ccc2sc(NC(=O)[C@H]3C[C@H]4C[C@@H]3[C@H]4C5=CC=CC=C5)nc2cc1</chem>
	 <chem>Cc1nc(C)n(C(=O)[C@H]2C[C@H]3C[C@@H]2[C@H]3C4=CC=CC=C4)c1s1</chem>
	 <chem>Clc1ccn(C(=O)[C@H]2C[C@H]3C[C@@H]2[C@H]3C4=CC=CC=C4)s1</chem>

	
	
	
	
Chiral (R)	
	
	

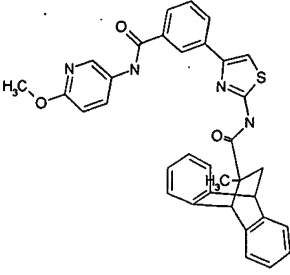
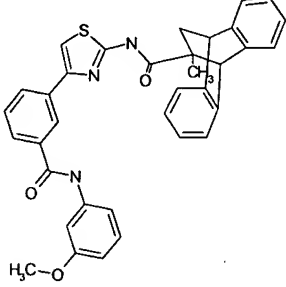
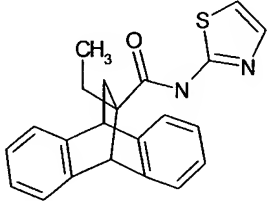
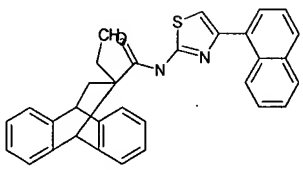
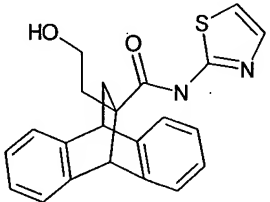
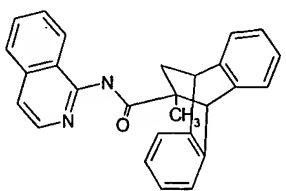
	
	
Chiral (R)	
	
	
Chiral (R)	
	





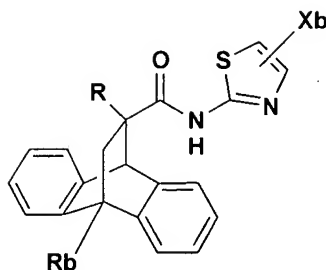


Chiral (R)	

Chiral (R)	
Chiral (R)	
	
	
	
	

13. (Cancelled)

14. (Original) The compound as defined in Claim 1 having the structure:

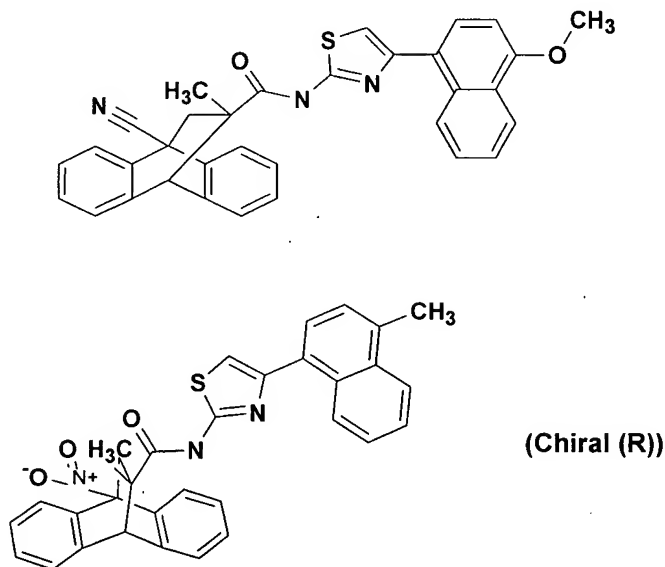


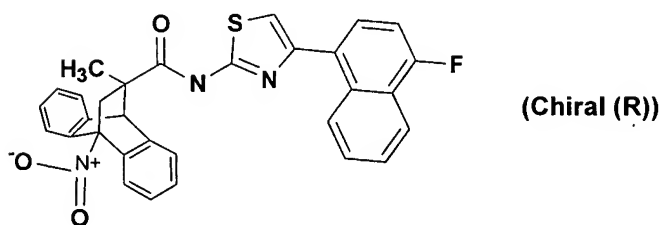
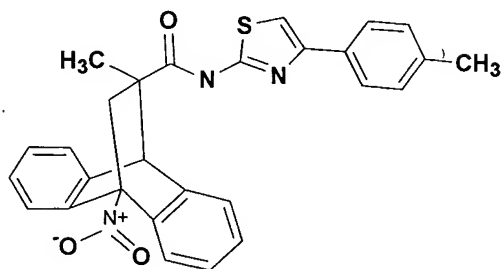
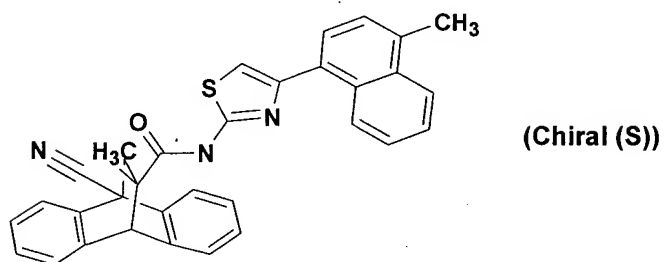
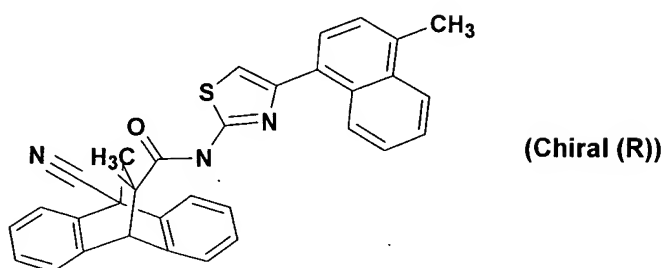
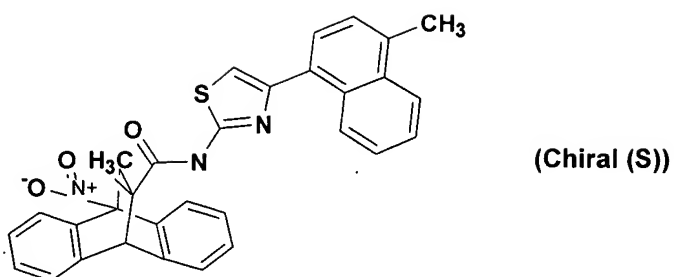
where R is CH₃, C₂H₅ or 2-hydroxyethyl, and Rb is H, CN, NO₂, halogen, alkyl or amino;

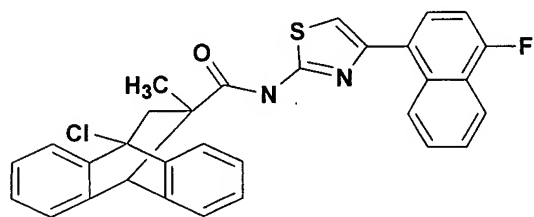
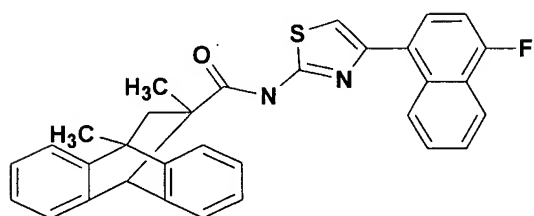
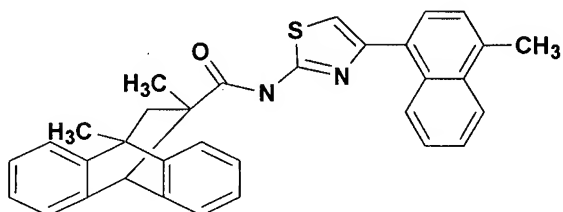
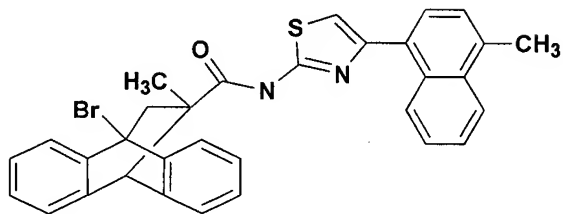
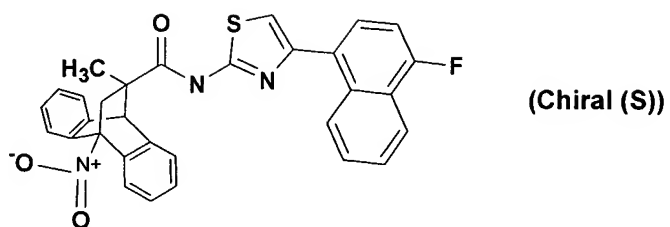
Xb is H, arylalkoxycarbonyl, arylalkylaminocarbonyl, alkoxyalkylaminocarbonyl, heteroarylcarbonyl, aryl, alkoxyalkylamidocarbonyl, arylaminocarbonyl, heteroarylaminocarbonyl, arylaminocarbonylaryl or heteroaryl;

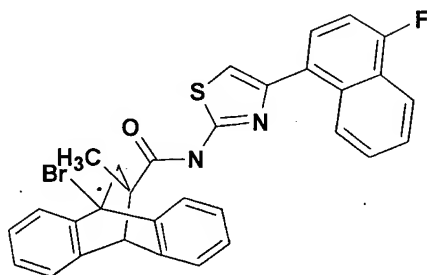
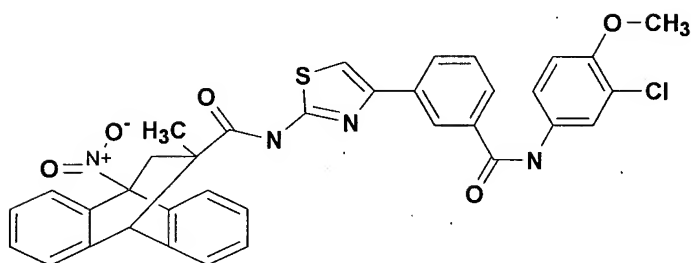
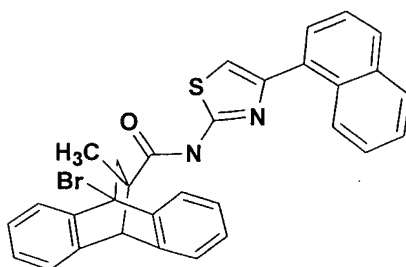
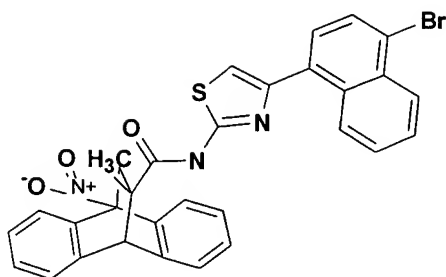
provided that where Xb is H, then R is C₂H₅ or 2-hydroxymethyl or Rb is CN or NO₂.

15. (Currently Amended) The compound as defined in Claim 14 having the structure

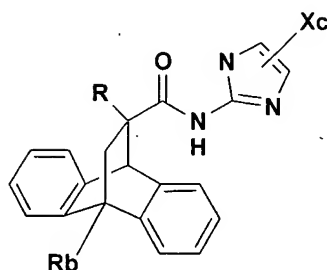






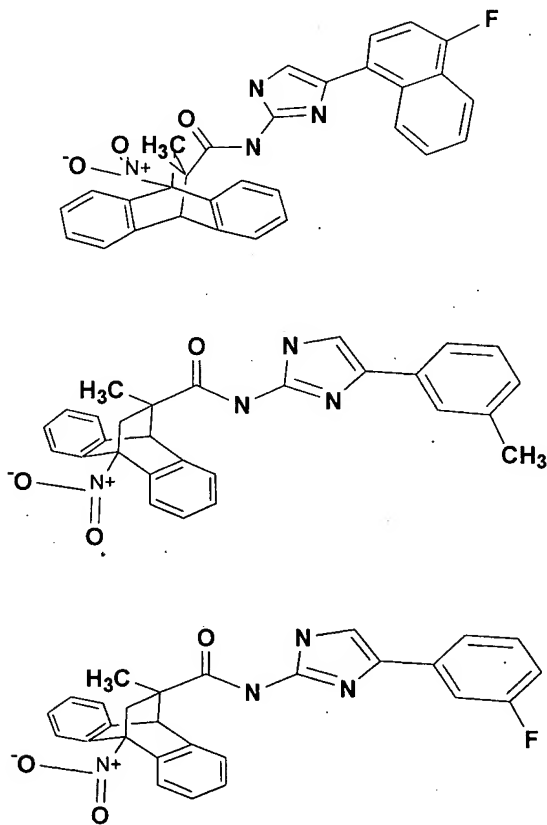


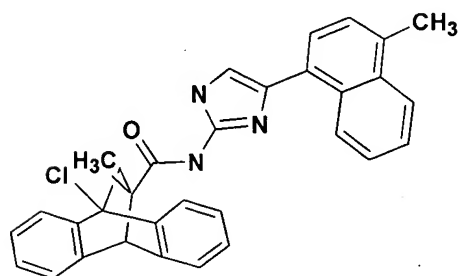
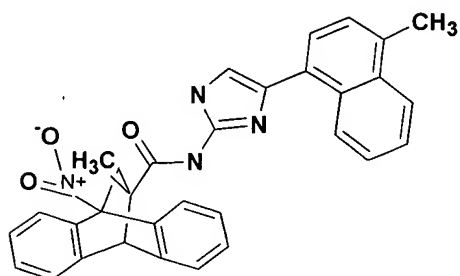
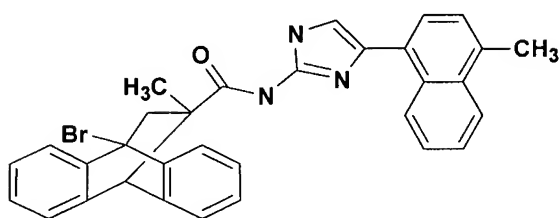
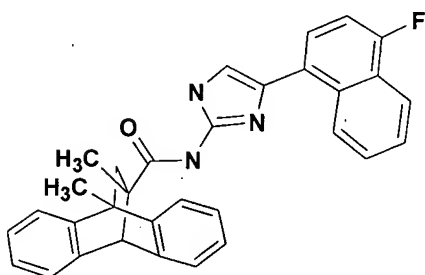
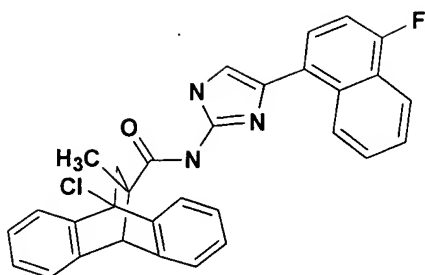
16. (Original) The compound as defined in Claim 1 having the structure

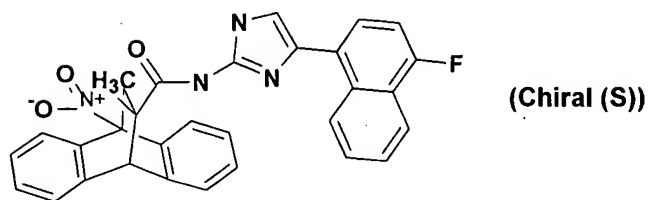
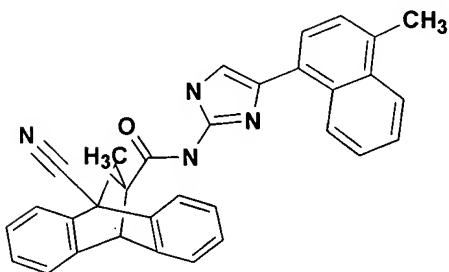
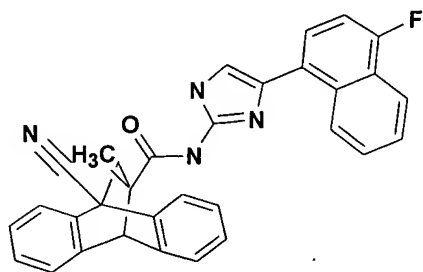
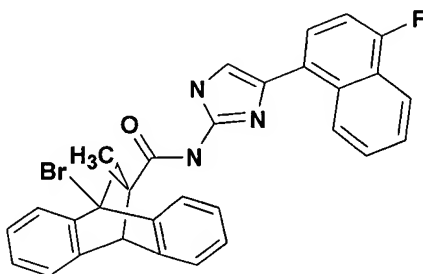
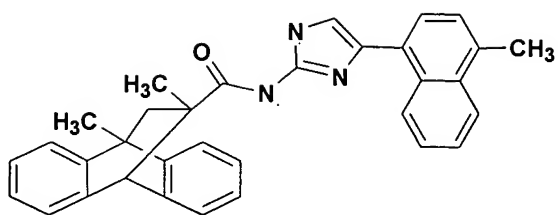


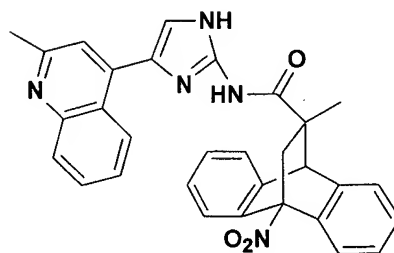
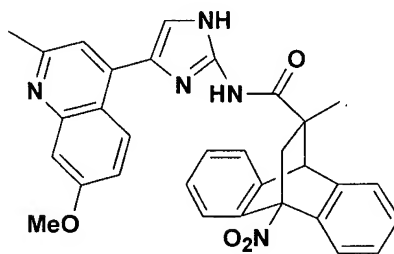
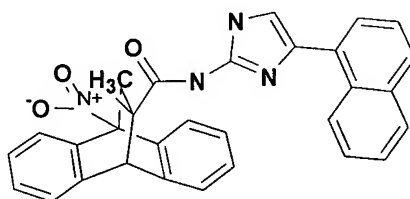
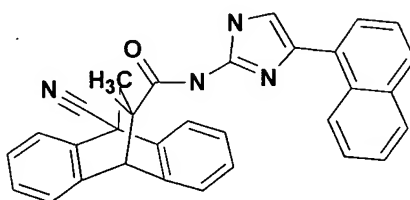
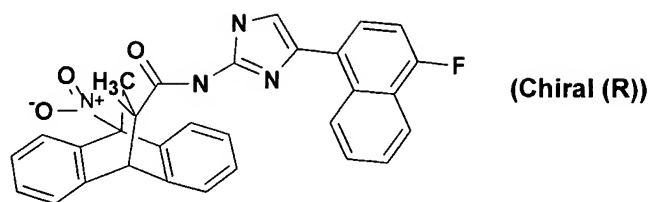
where R is CH₃, C₂H₅ or 2-hydroxyethyl, Rb is H, CN, NO₂, halogen, alkyl or amino;
and Xc is aryl, quinolinyl or isoquinolinyl.

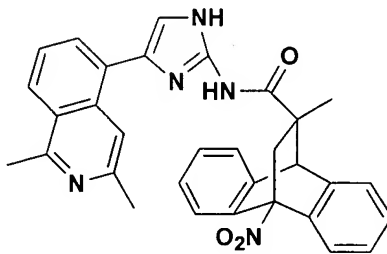
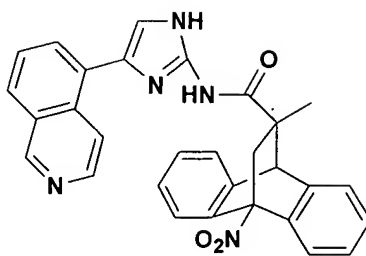
17. (Currently Amended) The compound as defined in Claim 16 having the structure











18. (Currently Amended) A method for preventing, inhibiting onset of or treating a ~~GR~~-associated disease an inflammatory or immune associated disease or disorder which is an endocrine disorder, rheumatic disorder, collagen disease, dermatologic disease, allergic disease, ophthalmic disease, respiratory disease, hematologic disease, gastrointestinal disease, inflammatory disease, autoimmune disease, neoplastic disease and metabolic disease which is associated with the expression product of a gene whose transcription is stimulated or repressed by glucocorticoid receptors, or a method for preventing, inhibiting onset of or treating a disease associated with AP-1-and/or NF κ B-induced transcription, or a method for preventing, inhibiting onset of or treating a disease associated with AP-1 and/or NF κ B dependent gene expression, ~~that is a~~ wherein the disease is associated with the expression of a gene under the regulatory control of AP-1 and/or NF- κ B, ~~which~~ the method comprises administering to a patient in need of treatment a therapeutically effective amount of a compound as defined in Claim 1.

19. (Canceled)

20. (Currently Amended) The method as defined in Claim ~~19~~ 18 wherein the inflammatory or immune associated disease or disorder is transplant rejection of kidney, liver, heart, lung, pancreas, bone marrow, cornea, small bowel, skin allografts, skin homografts, heart valve xenograft, serum sickness, and graft vs. host disease, rheumatoid arthritis, psoriatic arthritis, multiple sclerosis,

Type I and Type II diabetes, juvenile diabetes, obesity, asthma, inflammatory bowel disease, Crohn's disease, ulcerative colitis, pyoderma gangrenum, systemic lupus erythematosus, myasthenia gravis, psoriasis, dermatitis, dermatomyositis; eczema, seborrhoea, pulmonary inflammation, eye uveitis, hepatitis, Grave's disease, Hashimoto's thyroiditis, autoimmune thyroiditis, Behcet's or Sjorgen's syndrome, pernicious or immunohaemolytic anaemia, atherosclerosis, Addison's disease, idiopathic adrenal insufficiency, autoimmune polyglandular disease, glomerulonephritis, scleroderma, morphea, lichen planus, viteligo, alopecia areata, autoimmune alopecia, autoimmune hypopituitarism, Guillain-Barre syndrome, and alveolitis; contact hypersensitivity, delayed-type hypersensitivity, contact dermatitis, urticaria, skin allergies, respiratory allergies, hayfever, allergic rhinitis and gluten-sensitive enteropathy, osteoarthritis, acute pancreatitis, chronic pancreatitis, acute respiratory distress syndrome, Sezary's syndrome, restenosis, stenosis and atherosclerosis, congenital adrenal hyperplasia, nonsuppurative thyroiditis, hypercalcemia associated with cancer, juvenile rheumatoid arthritis, Ankylosing spondylitis, acute and subacute bursitis, acute nonspecific tenosynovitis, acute gouty arthritis, post-traumatic osteoarthritis, synovitis of osteoarthritis, epicondylitis, acute rheumatic carditis, pemphigus, bullous dermatitis herpetiformis, severe erythema multiforme, exfoliative dermatitis, psoriasis, seborrheic dermatitis, seasonal or perennial allergic rhinitis, bronchial asthma, contact dermatitis, atopic dermatitis, drug hypersensitivity reactions, allergic conjunctivitis, keratitis, herpes zoster ophthalmicus, iritis and iridocyclitis, chorioretinitis, optic neuritis, symptomatic sarcoidosis, fulminating or disseminated pulmonary tuberculosis chemotherapy, idiopathic thrombocytopenic purpura in adults, secondary thrombocytopenia in adults, acquired (autoimmune) hemolytic anemia, leukemias and lymphomas in adults, acute leukemia of childhood, ulcerative colitis, regional enteritis, Crohn's disease, Sjogren's syndrome, autoimmune vasculitis, multiple sclerosis, myasthenia gravis, sepsis, and chronic obstructive pulmonary disease.

21. (Original) A pharmaceutical composition comprising a compound as defined in Claim 1 and a pharmaceutically acceptable carrier therefor.

22. (Original) A pharmaceutical combination comprising a compound as defined in Claim 1 and an immunosuppressant, an anticancer agent, an anti-viral agent, an anti-inflammatory agent, an anti-fungal agent, an anti-biotic, an anti-vascular hyperproliferation agent, an anti-depressant agent,

a lipid-lowering agent, a lipid modulating agent, an antidiabetic agent, an anti-obesity agent, an antihypertensive agent, a platelet aggregation inhibitor, and/or an antiosteoporosis agent, wherein the antidiabetic agent is 1, 2, 3 or more of a biguanide, a sulfonyl urea, a glucosidase inhibitor, a PPAR γ agonist, a PPAR α/γ dual agonist, an SGLT2 inhibitor, a DP4 inhibitor, an $\alpha P2$ inhibitor, an insulin sensitizer, a glucagon-like peptide-1 (GLP-1), insulin and/or a meglitinide, wherein the anti-obesity agent is a beta 3 adrenergic agonist, a lipase inhibitor, a serotonin (and dopamine) reuptake inhibitor, a thyroid receptor agonist, an $\alpha P2$ inhibitor and/or an anorectic agent, wherein the lipid lowering agent is an MTP inhibitor, an HMG CoA reductase inhibitor, a squalene synthetase inhibitor, a fibric acid derivative, an upregulator of LDL receptor activity, a lipoxygenase inhibitor, or an ACAT inhibitor, wherein the antihypertensive agent is an ACE inhibitor, angiotensin II receptor antagonist, NEP/ACE inhibitor, calcium channel blocker and/or β -adrenergic blocker.

23. (Original) The combination as defined in Claim 22 wherein the antidiabetic agent is 1, 2, 3 or more of metformin, glyburide, glimepiride, glipryride, glipizide, chlorpropamide, gliclazide, acarbose, miglitol, pioglitazone, troglitazone, rosiglitazone, insulin, Gl-262570, isaglitazone, JTT-501, NN-2344, L895645, YM-440, R-119702, AJ9677, repaglinide, nateglinide, KAD1129, AR-HO39242, GW-409544, KRP297, AC2993, LY315902, P32/98 and/or NVP-DPP-728A, wherein the anti-obesity agent is orlistat, ATL-962, AJ9677, L750355, CP331648, sibutramine, topiramate, axokine, dexamphetamine, phentermine, phenylpropanolamine, and/or mazindol, wherein the lipid lowering agent is pravastatin, lovastatin, simvastatin, atorvastatin, cerivastatin, fluvastatin, itavastatin, visastatin, fenofibrate, gemfibrozil, clofibrate, avasimibe, TS-962, MD-700, cholestagel, niacin and/or LY295427, wherein the antihypertensive agent is an ACE inhibitor which is captopril, fosinopril, enalapril, lisinopril, quinapril, benazepril, fentiapril, ramipril or moexipril; an NEP/ACE inhibitor which is omapatrilat, [S[(R*,R*)]-hexahydro-6-[(2-mercapto-1-oxo-3-phenylpropyl)amino]-2,2-dimethyl-7-oxo-1H-azepine-1-acetic acid (gemopatrilat) or CGS 30440; an angiotensin II receptor antagonist which is irbesartan, losartan or valsartan; amlodipine besylate, prazosin HCl, verapamil, nifedipine, nadolol, propranolol, carvedilol, or clonidine HCl, wherein the platelet aggregation inhibitor is aspirin, clopidogrel, ticlopidine, dipyridamole or ifetroban;

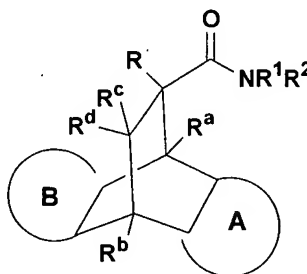
the immunosuppressant is a cyclosporin, mycophenolate, interferon-beta, deoxyspergolin, FK-506 or Ant.-IL-2;

the anti-cancer agent is azathioprine, 5-fluorouracil, cyclophosphamide, cisplatin, methotrexate, thiotepa, or carboplatin;

the anti-viral agent is abacavir, aciclovir, ganciclovir, zidancin, or vidarabine;

the antiinflammatory drug is ibuprofen, celecoxib, rofecoxib, aspirin, naproxen, ketoprofen, diclofenac sodium, indomethacin, piroxicam, prednisone, dexamethasone, hydrocortisone, or triamcinolone diacetate.

24. (Currently Amended) A method for preparing a compound having the structure:



including all stereoisomers thereof, or a prodrug ester thereof, or a pharmaceutically acceptable salt thereof, wherein

R is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R^a is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylamino, carbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO₂ alkyl, CONR^eR^f, CH₂NR^gR^h, CO₂H, CH₂OH, CH₂NRH^g, NHCH₂R^g, NHCHR^gR^h, NHCOR^e, NHCONR^eR^f or NHSO₂R^e;

R^b is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylamino, carbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO₂

alkyl, hydroxyaryl, aryloxyalkyl, CONR^iR^j , $\text{CH}_2\text{NR}^k\text{R}^l$, CO_2H , CH_2OH , CH_2NHR^k , NHCH_2R^k , NHCHR^kR^l , NHCOR^i , $\text{NHCONR}^i\text{R}^j$ or NHSO_2R^i ;

where R^e and R^f are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^e and R^f can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^g and R^h are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^g and R^h can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^i and R^j are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^i and R^j can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^k and R^l are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^k and R^l can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^c and R^d are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, or aryloxyalkyl;

R^c and R^d can be optionally taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

at least one of R¹ and R² is heteroaryl and the other of R¹ and R² are the same or different and are independently is selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl or hydroxyalkyl;

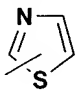
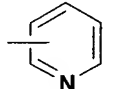
the A ring represents an unsaturated 6-membered carbocyclic ~~or heterocyclic~~ ring which is a fused phenyl ~~or pyridyl~~; and

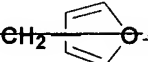
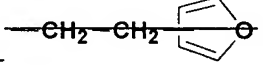
the B ring represents an unsaturated 6-membered carbocyclic ~~or heterocyclic~~ ring which is fused phenyl ~~or pyridyl~~;

With the following provisos:

provided that where (a) R is CH₃ or H and R^a, R^b, R^c and R^d are each hydrogen, or (b) R^a and R^b are each hydrogen and one of R^c and R^d is alkyl, then

(1) at least one of R¹ and R² is heteroaryl, heteroarylalkyl, cycloheteroalkyl or

~~cycloheteroalkylalkyl~~, but where the heteroaryl is unsubstituted  or unsubstituted  or

~~the heteroarylalkyl is unsubstituted~~  ~~or unsubstituted~~ , then the

other of R¹ and R² is other than hydrogen, ~~and/or the A ring includes a hetero atom and/or the B ring includes a hetero atom~~; or

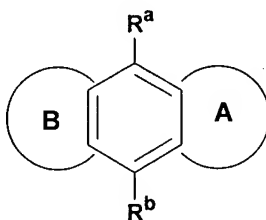
(2) where one of R¹ and R² is phenyl which is substituted with alkyl, hydroxy, halo, C₁-C₂-alkoxycarbonyl or nitro, then (a) the phenyl must be substituted with at least one other group other than hydrogen, alkyl, hydroxy, halo, C₁-C₂-alkoxycarbonyl or nitro, except that the phenyl may be substituted with two or more halo atoms, and/or two or more hydroxy groups and/or (b) the other of R¹ and R² is heteroaryl other than hydrogen and/or (c) ~~the A ring includes a hetero atom and/or the B ring includes a hetero atom~~; or

(3) where one of R¹ and R² is phenyl substituted with C₁-C₂ alkoxy, the phenyl cannot be substituted with a second C₁-C₂ alkoxy, ~~or then~~ the other of R¹ and R² is heteroaryl other than hydrogen; or

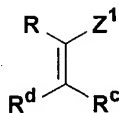
(4) where at least one of R¹ and R² is hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl,

dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl then (a) the other of R^1 and R^2 is heteroaryl ~~other than hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl~~ and/or (b) at least one of R^a , R^b , R^c and/or R^d is other than hydrogen and/or (c) R is other than hydrogen or C_1 - C_2 alkyl and/or (d) ~~the A ring includes a hetero atom and/or the B ring includes a hetero atom;~~

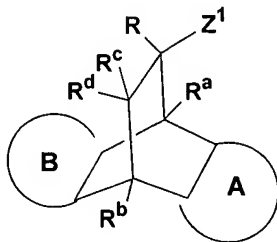
which the method comprises treating a compound of the structure



with an unsaturated compound of the structure



to form the intermediate

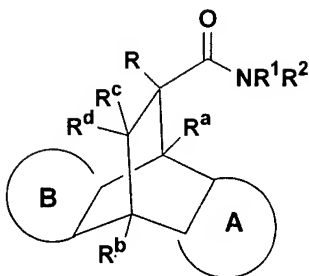


where Z^1 is CO_2H or CO_2 alkyl,

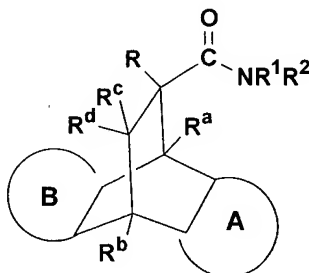
reacting the above intermediate with an amine of the structure



to form a compound of the structure



25. (Currently Amended) A method for preparing an amide having the structure:



including all stereoisomers thereof, or a prodrug ester thereof, or a pharmaceutically acceptable salt thereof, wherein

R is alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R^a is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylamino, carbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO₂ alkyl, CONR^eR^f, CH₂NR^gR^h, CO₂H, CH₂OH, CH₂NRH^g, NHCH₂R^g, NHCHR^gR^h, NHCOR^e, NHCONR^eR^f or NHSO₂R^e;

R^b is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylamino, carbonyl,

cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO₂ alkyl, hydroxyaryl, aryloxyalkyl, CONRⁱR^j, CH₂NR^kR^l, CO₂H, CH₂OH, CH₂NHR^k, NHCH₂R^k, NHCHR^kR^l, NHCORⁱ, NHCONRⁱR^j or NHSO₂Rⁱ;

where R^e and R^f are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^e and R^f can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^g and R^h are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^g and R^h can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

Rⁱ and R^j are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and Rⁱ and R^j can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^k and R^l are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^k and R^l can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^c and R^d are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, or aryloxyalkyl;

R^c and R^d can be optionally taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

at least one of R^1 and R^2 is heteroaryl and the other of R^1 and R^2 ~~are the same or different and are independently~~ is selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl or hydroxyalkyl;



the A ring represents an unsaturated 6-membered carbocyclic ~~or heterocyclic~~ ring which is a fused phenyl ~~or pyridyl~~; and



the B ring represents an unsaturated 6-membered carbocyclic ~~or heterocyclic~~ ring which is fused phenyl ~~or pyridyl~~;

with the following provisos:

provided that where (a) R is CH_3 or H and R^a , R^b , R^c and R^d are each hydrogen, or (b) R^a and R^b are each hydrogen and one of R^c and R^d is alkyl, then

(1) at least one of R^1 and R^2 is heteroaryl, heteroarylalkyl, cycloheteroalkyl or

~~cycloheteroalkylalkyl~~, but where the heteroaryl is unsubstituted  or unsubstituted  ~~or~~

~~the heteroarylalkyl is unsubstituted~~  ~~or unsubstituted~~  ~~CH₂-CH₂~~, then the

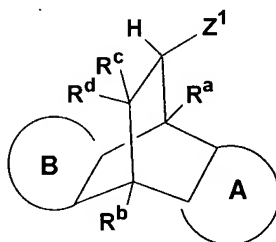
other of R^1 and R^2 is other than hydrogen, ~~and/or the A ring includes a hetero atom and/or the B ring includes a hetero atom~~; or

(2) where one of R^1 and R^2 is phenyl which is substituted with alkyl, hydroxy, halo, C_1 - C_2 -alkoxycarbonyl or nitro, then (a) the phenyl must be substituted with at least one other group other than hydrogen, alkyl, hydroxy, halo, C_1 - C_2 -alkoxycarbonyl or nitro, except that the phenyl may be substituted with two or more halo atoms, and/or two or more hydroxy groups and/or (b) the other of R^1 and R^2 is heteroaryl ~~other than hydrogen and/or (c) the A ring includes a hetero atom and/or the B ring includes a hetero atom~~; or

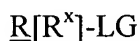
(3) where one of R^1 and R^2 is phenyl substituted with C_1 - C_2 alkoxy, the phenyl cannot be substituted with a second C_1 - C_2 alkoxy, or then the other of R^1 and R^2 is heteroaryl ~~other than hydrogen~~; or

(4) where at least one of R^1 and R^2 is hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl then (a) the other of R^1 and R^2 is heteroaryl ~~other than hydrogen, unsubstituted alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, cycloalkenyl, alkylcycloalkenyl, alkylphenyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl or hydroxyalkyl~~ and/or (b) at least one of R^a , R^b , R^c and/or R^d is other than hydrogen and/or (c) R is other than hydrogen or C_1 - C_2 alkyl and/or (d) ~~the A ring includes a hetero atom and/or the B ring includes a hetero atom;~~

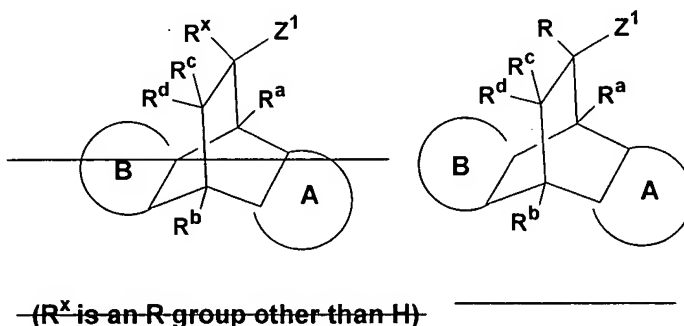
~~which~~ the method comprises treating a compound of the structure



where R is H Z^1 is CO_2H or CO_2 alkyl, with a base and a compound of the structure



where R^* is ~~R other than H~~ and LG is a leaving group, to form the compound of the structure

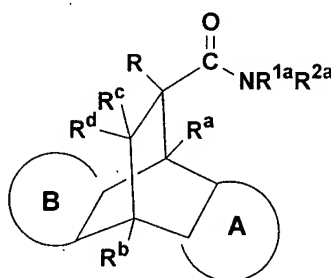


and treating the above compound with an amine of the structure



to form the corresponding amide.

26. (Currently Amended) A method for preparing an amide compound having the structure:



including all stereoisomers thereof, or a prodrug ester thereof, or a pharmaceutically acceptable salt thereof, wherein

R is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R^a is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminocarbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO₂ alkyl, CONR^eR^f, CH₂NR^gR^h, CO₂H, CH₂OH, CH₂NRH^g, NHCH₂R^g, NHCHR^gR^h, NHCOR^e, NHCONR^eR^f or NHSO₂R^e;

R^b is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylaminocarbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO₂ alkyl, hydroxyaryl, aryloxyalkyl, CONRⁱR^j, CH₂NR^kR^l, CO₂H, CH₂OH, CH₂NHR^k, NHCH₂R^k, NHCHR^kR^l, NHCORⁱ, NHCONRⁱR^j or NHSO₂Rⁱ;

where R^e and R^f are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^e and R^f can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^g and R^h are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^g and R^h can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^i and R^j are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^i and R^j can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^k and R^l are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^k and R^l can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^c and R^d are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, or aryloxyalkyl;

R^c and R^d can be optionally taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

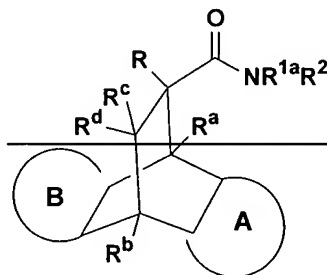
at least one of R^{1a} and R^{2a} is heteroaryl and the other of R^{1a} and R^{2a} are the same or different and are independently is selected from alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl,

aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl or hydroxyalkyl;

the A ring represents an unsaturated 6-membered carbocyclic or heterocyclic ring; and

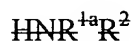
the B ring represents an unsaturated 6-membered carbocyclic or heterocyclic ring;

which the method comprises treating a compound

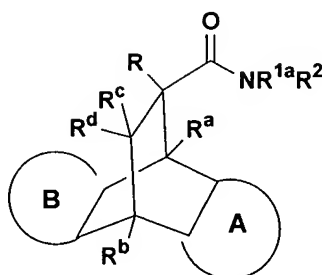


where R² is H and R^{1a} is R¹ other than H;

with an amine of the structure

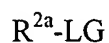


treating a compound of the structure

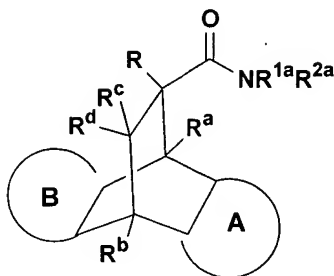


where R² is H, and R^{1a} is R¹ other than H;

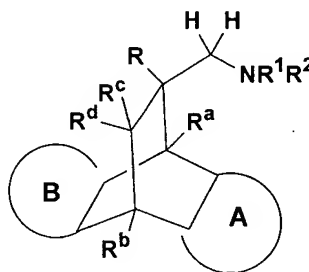
with a base and a compound of the structure



where LG is a leaving group, to form the compound of the structure



27.(Currently Amended) A method for preparing an amine compound having the structure:



including all stereoisomers thereof, or a prodrug ester thereof, or a pharmaceutically acceptable salt thereof, wherein

R is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, arylalkyl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, cycloalkylalkyl, cyanoalkyl, aminoalkyl, hydroxyalkyl, aryloxyalkyl, or hydroxyaryl;

R^a is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylamino, carbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, hydroxyaryl, aryloxyalkyl, nitro, amino, CHO, CO₂ alkyl, CONR^eR^f, CH₂NR^gR^h, CO₂H, CH₂OH, CH₂NRH^g, NHCH₂R^g, NHCHR^gR^h, NHCOR^e, NHCONR^eR^f or NHSO₂R^e;

R^b is hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cyano, halogen, heteroarylamino, carbonyl, cycloheteroalkylcarbonyl, cyanoalkyl, alkylaminoalkyl, hydroxyalkyl, nitro, amino, CHO, CO₂

alkyl, hydroxyaryl, aryloxyalkyl, CONR^iR^j , $\text{CH}_2\text{NR}^k\text{R}^l$, CO_2H , CH_2OH , CH_2NHR^k , NHCH_2R^k , NHCHR^kR^l , NHCOR^i , $\text{NHCONR}^i\text{R}^j$ or NHSO_2R^i ; *

where R^e and R^f are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^e and R^f can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^g and R^h are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^g and R^h can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^i and R^j are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^i and R^j can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^k and R^l are the same or different and are independently selected from hydrogen, aryl, alkyl, alkenyl, alkynyl, alkoxy, amino, alkoxyalkyl, alkylaminoalkyl, dialkylaminoalkyl, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, cycloalkyl, or cycloalkylalkyl, and R^k and R^l can be taken together with the nitrogen to which they are attached to form a 5-, 6- or 7-membered heteroaryl ring or cycloheteroalkyl ring which contains 1, 2 or 3 hetero atoms which can be N, O or S;

R^c and R^d are the same or different and are independently selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, aryl, hydroxy, aryloxy, heteroaryl, cycloheteroalkyl, heteroarylalkyl, cycloheteroalkylalkyl, hydroxyaryl, or aryloxyalkyl;

R^c and R^d can be optionally taken together with the carbon to which they are attached to form a 3- to 7-membered ring which may optionally include an O atom or an N atom;

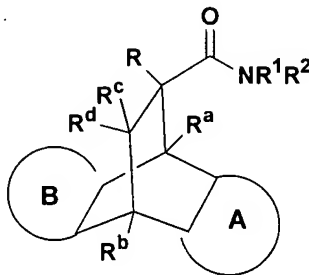
at least one of R¹ and R² is heteroaryl and the other of R¹ and R² ~~are the same or different and are independently~~ is selected from hydrogen, alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, heteroarylalkyl, cycloheteroalkyl, cycloalkenyl, monoalkylaminoalkyl, dialkylaminoalkyl, cycloheteroalkylalkyl, hydroxyaryl, aryloxyalkyl, alkoxyalkyl or hydroxyalkyl;

the A ring represents an saturated, partially saturated or unsaturated 6-membered carbocyclic ~~or heterocyclic~~ ring; and

the B ring represents an saturated, partially saturated or unsaturated 6-membered carbocyclic ~~or heterocyclic~~ ring;

provided that where least one of R¹ and R² is hydrogen, alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, phenyl, alkylphenyl, phenylalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl, hydroxyalkyl, ~~heteroaryl which is pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl or imidazolyl,~~ or cycloheteroalkyl which is 4,5-dihydro-imidazol-2-yl, piperidinyl or piperazinyl, then (a) the other of R¹ and R² is a heteroaryl selected from pyridinyl, pyrimidinyl, pyridazinyl, pyrazinyl or imidazolyl ~~other than hydrogen, alkyl, alkenyl, cycloalkyl, alkylcycloalkyl, phenyl, alkylphenyl, phenylalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, arylalkyl, aryl, alkoxyalkyl, or hydroxyalkyl,~~ and/or (b) at least one of R^a, R^b, R^c and/or R^d is other than hydrogen or C₁₋₂ alkyl, and/or (c) R is other than hydrogen or C₁₋₂ alkyl and/or (d) ~~the A ring includes a hetero atom and/or the B ring includes a hetero atom,~~ and/or (e) one of R^c and R^d is other than hydroxyalkyl,

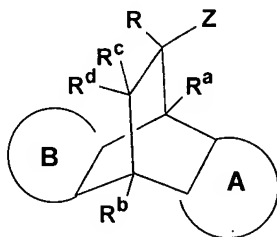
which the method comprises treating an amide compound of the structure



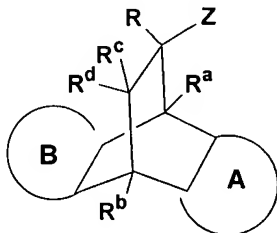
as defined in Claim 1 with a reducing agent to form the corresponding amine compound.

28. (Original) The method as defined in Claim 27 wherein the reducing agent is lithium aluminum hydride.

29. (Original) A method for preparing a compound as defined in Claim 1 where A, B, Z, R, R^a, R^b, R^c or R^d contains a hydroxyaryl group, which comprises providing a compound of the structure



where one or more of A, B, Z, R, R^a, R^b, R^c or R^d contains aryl-Oalkyl, and reacting the above compound with a dealkylating agent to form a phenol of the structure



where the corresponding A, B, Z, R, R^a, R^b, R^c or R^d contains aryl-OH.

30. (Original) The method as defined in Claim 29 wherein the dealkylating agent is boron tribromide or sodium methyl sulfide.

31. (Original) A method for preparing a compound as defined in Claim 1 wherein R^a or R^b is CH₂OH, CH₂NHR^a, CH₂NR^gR^h, CH₂NHR^k or CH₂NR^kR^l, which comprises providing an aldehyde compound as defined in Claim 1 wherein R^a or R^b is CHO, and subjecting the aldehyde compound to reduction or reductive amination.

32. (Original) A method for preparing an amide compound as defined in Claim 1 where R^a or R^b is $NHCH_2R^g$, $NHCHR^gR^h$, $NHCH_2R^k$ or $NHCHR^kR^l$, which comprises providing an amine compound as defined in Claim 1 where R^a or R^b is NH_2 , and subjecting the amine compound to reductive amination.

33. (Original) A method for preparing an amide compound as defined in Claim 1 where R^a or R^b is $CONR^cR^f$ or $CONR^lR^j$, which comprises providing an acid compound as defined in Claim 1 where R^a or R^b is CO_2H , subjecting the acid to amidation to form the corresponding amide.

34. (Original) A method for preparing an amine as defined in Claim 1 where R^a or R^b is NH_2 , which comprises providing a nitro compound as defined in Claim 1 where R^a or R^b is NO_2 and subjecting the nitro compound to reduction to form the corresponding amine compound.